

(Official Form 1)(9/01)

United States Bankruptcy Court District of Delaware		Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Budget Group, Inc.		Name of Joint Debtor (Spouse)(Last, First, Middle):	
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): 1) Team Holdings, Inc.; 2) Team Rental Group, Inc.		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):	
Soc. Sec./Tax I.D. No. (if more than one, state all): 59-3227576		Soc. Sec./Tax I.D. No. (if more than one, state all):	
Street Address of Debtor (No. & Street, City, State & Zip Code): 125 Basin Street, Suite 210 Daytona Beach, Florida 32114		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):	
County of Residence or of the Principal Place of Business	New Castle County, Delaware		
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):	
Location of Principal Assets of Business Debtor (if different from street address above):			
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>			
<b>Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<b>Type of Debtor</b> (Check all boxes that apply)		<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)	
<input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other _____		<input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker	<input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 – Case ancillary to foreign proceeding
<b>Nature of Debts</b> (Check one box)		<b>Filing Fee</b> (Check one box)	
<input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.	
<b>Chapter 11 Small Business</b> (Check all boxes that apply)			
<input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)			
<b>Statistical/Administrative Information</b> (Estimates only)			THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			
Estimated Number of Creditors		1-15 <input type="checkbox"/> 16-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> X 200-999 <input type="checkbox"/> 1000-over <input type="checkbox"/>	
Estimated Assets		\$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> More than \$100 million <input checked="" type="checkbox"/> X	
Estimated Debts		\$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> More than \$100 million <input checked="" type="checkbox"/> X	

(Official Form 1) (9/01)

FORM B1, Page 2

<b>Voluntary Petition</b> (This page must be completed and filed in every case)		Name of Debtor(s): Budget Group, Inc.	
Location Where Filed:		Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet) Case Number: _____ Date Filed: _____	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet) Name of Debtor: (see attached pages)		Case Number: _____ Date Filed: _____	
District: _____		Relationship: _____ Judge: _____	
<b>Signatures</b>			
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p>			
<input checked="" type="checkbox"/> _____ Signature of Debtor		<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.	
<input checked="" type="checkbox"/> _____ Signature of Joint Debtor		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.	
Telephone Number (If not represented by attorney) _____ Date _____		<input type="checkbox"/> _____ Signature of Attorney for Debtor(s)      Date _____	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
<b>Signature of Non-Attorney Petition Preparer</b> I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.			
Printed Name of Bankruptcy Petition Preparer _____			
Social Security Number _____			
Address Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document: _____			
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.			
<input checked="" type="checkbox"/> _____ Signature of Bankruptcy Petition Preparer			
Date _____			
A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.			
<input checked="" type="checkbox"/> _____ Signature of Authorized Individual _____ William S. Johnson Printed Name of Authorized Individual _____ Chief Financial Officer Title of Authorized Individual _____ Date _____			

## **ATTACHMENT TO VOLUNTARY PETITION**

Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

On July 29, 2002, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this court for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1330. Budget Group, Inc. is the ultimate parent corporation of all the other Debtors, which are, directly or indirectly, wholly-owned subsidiaries of Budget Group, Inc. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court consolidate their Chapter 11 cases for administrative purposes only.

**The Debtors are the following entities:**

Budget Group, Inc.	Mosiant Car Sales, Inc.
Auto Rental Systems, Inc.	NYRAC Inc.
BGI Airport Parking, Inc.	Paul West Ford, Inc.
BGI Shared Services, Inc.	Philips Jacobs Insurance Agency, Inc.
BGI Shared Services, LLC	Premier Car Rental, LLC
BRAC Credit Corporation	Reservation Services, Inc.
Budget Car Sales, Inc.	Ryder Move Management, Inc.
Budget Fleet Finance Corporation	Ryder Relocation Services, Inc.
Budget Rent a Car Asia-Pacific, Inc.	Ryder TRS, Inc.
Budget Rent a Car Caribe Corporation	TCS Properties, LLC
Budget Rent a Car Corporation	Team Car Sales of Charlotte, Inc.
Budget Rent-A-Car International, Inc.	Team Car Sales of Dayton, Inc.
Budget Rent A Car of Japan, Inc.	Team Car Sales of Philadelphia, Inc.
Budget Rent a Car of St. Louis, Inc.	Team Car Sales of Richmond, Inc.
Budget Rent-A-Car of the Midwest, Inc.	Team Car Sales of San Diego, Inc.
Budget Rent-A-Car Systems, Inc.	Team Car Sales of Southern California, Inc.
Budget Sales Corporation	Team Fleet Services Corporation
Budget Storage Corporation	Team Holdings Corp.
BVM, Inc.	Team Realty Services, Inc.
Carson Chrysler Plymouth Dodge Jeep Eagle, Inc.	The Move Shop, Inc.
Control Risk Corporation	Transportation and Storage Associates
Dayton Auto Lease Company, Inc.	ValCar Rental Car Sales, Inc.
Directors Row Management Company, LLC	Vehicle Rental Access Company, LLC
IN Motors VI, LLC	Warren Wooten Ford, Inc
Mastering The Move Realty, Inc.	

**LIST OF CREDITORS HOLDING FIFTY LARGEST UNSECURED CLAIMS**  
**BUDGET GROUP, INC.<sup>1</sup>**

Name of Creditor and Complete Mailing Address, Including Zip Code	Name, Telephone Number, Fax Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Dept. of Creditor Familiar With Claim Who May Be Contacted	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of Claim
Wells Fargo Bank Minnesota, N.A. Corporate Trust Department Sixth Street and Marquette Ave. Minneapolis, MN 55497  (As Indenture Trustee under 9.125% Senior Notes due April 1, 2006)	Wells Fargo Bank Minnesota, N.A. Contact: Craig Litsey Corporate Trust Department Sixth Street and Marquette Ave Minneapolis, MN 55497  Tel: (612) 667-4160 Fax: (612) 667-9825	9.125% Senior Notes, due April 1. 2006		\$429,768,221.00
Wilmington Trust Company 1100 N. Market Street Wilmington, DE 19890  (As Indenture Trustee under 6.25% Remarketable Term Income Deferrable Equity Securities)	Wilmington Trust Company Contact: Steven Cimalore 1100 N. Market Street Wilmington, DE 19890  Tel: (302) 636-6058 Fax: (302) 636-4143	6.25% Remarketable Term Income Deferrable Equity Securities		\$323,117,018.00
JP Morgan Chase 450 W. 33 <sup>rd</sup> Street, Floor 15 New York, NY 10001  (As Indenture Trustee under 6.85% Convertible Subordinated Notes Due April 29, 2007)	JP Morgan Chase Contact: Frank Grippo 450 W. 33rd Street, Floor 15 New York, NY 10001  Tel: (212) 946-3358 Fax: (212) 946-8430	6.85% Convertible Subordinated Notes Due April 29, 2007		\$47,200,563.00

<sup>1</sup> This list reflects trade debt amounts as of July 11, 2002 and bank debt amounts as of June 20, 2002. This list may not reflect the actual amount owing by the Debtor as of the Petition Date. The Debtor reserves all rights to challenge the validity and amounts of any obligation reflected herein.

\* Amount is also included in claim of indenture trustee.

Bear Stearns Securities Corp One Metrotech Center North Floor 4 Brooklyn, NY 11201-3862	Bear Stearns Securities Corp Contact: Vincent Marzella One Metrotech Center North Floor 4 Brooklyn, NY 11201-3862 Tel: (347) 643-2303 Fax: (347) 643-4625	9.125% Senior Notes Due April 1, 2006		\$128,646,000.00*
JP Morgan Chase Bank 14201 Dallas Pkwy Dallas, TX 75254	JP Morgan Chase Bank Contact: Paula J. Dabner 14201 Dallas Pkwy Dallas, TX 75254 Tel: (469) 477-0081 Fax: (469) 477-2183	9.125% Senior Notes Due April 1, 2006		\$62,110,000.00*
The Bank of New York 925 Patterson Plank Rd. Secaucus, NJ 07094	The Bank of New York Contact: Cecile Lamarco 925 Patterson Plank Rd. Secaucus, NJ 07094 Tel: (201) 319-3066 Fax: (201) 319-3073	9.125% Senior Notes Due April 1, 2006		\$30,390,000.00*
Credit Suisse First Boston 1 Madison Avenue Floor 2 – Reorg. Dept. New York, NY 10010	Credit Suisse First Boston Contact: Mr. Jeff Ski 1 Madison Avenue Floor 2 – Reorg. Dept. New York, NY 10010 Tel: (212) 538-7710 Fax: (212) 538-9955	9.125% Senior Notes Due April 1, 2006		\$27,656,000.00*
Wachovia Bank N.A. 301 S. College Street Charlotte, NC 28288-0630	Wachovia Bank N.A. Contact: Rebecca Henderson, Esq. 301 S. College Street Charlotte, NC 28288-0630 Tel: (704) 374-6611 Fax: (704) 383-0649	9.125% Senior Notes Due April 1, 2006		\$25,550,000.00*
SSB Trust Custody 2 Heritage Drive PO Box 12749 North Quincy, MA 11201	SSB Trust Custody Contact: Ed Chaney 2 Heritage Drive PO Box 12749 North Quincy, MA 11201 Tel: (617) 644-3424 Fax: (617) 664-8559	9.125% Senior Notes Due April 1, 2006		\$24,000,000.00*
Morgan Stanley & Co. Incorporated One Pierrepont Plaza, Floor 7 Brooklyn, NY 11201	Morgan Stanley & Co. Incorporated Contact: Victor Reich One Pierrepont Plaza, Floor 7 Brooklyn, NY 11201 Tel: (718) 754-4019 Fax: (718) 754-4291	9.125% Senior Notes Due April 1, 2006		\$20,000,000.00*

State Street Bank and Trust Company 1776 Heritage Dr. Global Corporate Action Unit JAB 5NW North Quincy, MA 02171	State Street Bank and Trust Company Contact: Joseph J. Callahan 1776 Heritage Dr. Global Corporate Action Unit JAB 5NW North Quincy, MA 02171 Tel: (617) 985-6453 Fax: (617) 537-5004	9.125% Senior Notes Due April 1, 2006		\$18,400,000.00*
JP Morgan Chase Bank 14201 Dallas Pkwy Dallas, TX 75254	JP Morgan Chase Bank Contact: Paula J. Dabner 14201 Dallas Pkwy Dallas, TX 75254 Tel: (469) 477-0081 Fax: (469) 477-2183	6.85% Convertible Subordinated Notes Due April 29, 2007		\$14,250,000.00*
Deutsche Bank Trust Company Americas 648 Grassmere Park Road Nashville, TN 37211	Deutsche Bank Trust Company Americas Contact: John Lasher 648 Grassmere Park Road Nashville, TN 37211 Tel: (615) 835-3419 Fax: (615) 835-3409	6.85% Convertible Subordinated Notes Due April 29, 2007		\$12,000,000.00*
Citibank, N.A. 3800 Citibank Center B3-15 Tampa, FL 33610	Citibank, N.A. Contact: David A. Leslie 3800 Citibank Center B3-15 Tampa, FL 33610 Tel: (813) 604-1193 Fax: (813) 604-1155	6.85% Convertible Subordinated Notes Due April 29, 2007		\$11,250,000.00*
British Telecom Ignite Solution Cashiers Office Network House Brindley Way Apsley HP3 9RR United Kingdom	British Telecom Ignite Solution Attn: Cashiers Office Network House Brindley Way Apsley HP3 9RR United Kingdom Colin Barlow Tel: 01442 436374 Fax: 01442 436509	Trade		£7,007,136.71 \$10,735,634.15
Donaldson, Lufkin and Jenrette Securities Corporation Jersey City, NJ 07399	Donaldson, Lufkin and Jenrette Securities Corporation Contact: Al Hernandez Jersey City, NJ 07399 Tel: (201) 413-3090 Fax: (201) 413-5263	9.125% Senior Notes Due April 1, 2006		\$9,529,000.00*

Salomon Smith Barney Inc. 388 Greenwich Street FL 16 New York, NY 10013	Salomon Smith Barney Inc. Contact: Office of the General Counsel Attn: Stacey Roberts, Paralegal 388 Greenwich Street FL 16 New York, NY 10013 Tel: (212) 816-9287 Fax: (212) 816-4447	9.125% Senior Notes Due April 1, 2006		\$8,536,000.00*
Goldman, Sachs & Co. 180 Maiden Lane New York, NY 12207	Goldman, Sachs & Co. Contact: Patricia Baldwin 180 Maiden Lane New York, NY 12207 Tel: (212) 902-0321 Fax: (212) 428-3203	9.125% Senior Notes Due April 1, 2006		\$7,200,000.00*
Boston Safe Deposit and Trust Company 525 William Penn Place Pittsburgh, PA 15259	Boston Safe Deposit and Trust Company Contact: Melissa White 525 William Penn Place Pittsburgh, PA 15259 Tel: (412) 234-2475 Fax: (412) 236-1012	9.125% Senior Notes Due April 1, 2006		\$5,475,000.00*
STARCOM WORLDWIDE Division of Leo Burnett USA Inc. 12076 Collections Center Drive Chicago IL 60693	STARCOM WORLDWIDE Division of Leo Burnett USA 12076 Collections Center Drive Chicago IL 60693 Tel: (312) 220-3525 Fax: (312) 220-1515	Trade		\$5,017,523.30
State Street Bank and Trust Company 1776 Heritage Dr. Global Corporate Action Unit JAB 5NW North Quincy, MA 02171	State Street Bank and Trust Company Contact: Joseph J. Callahan 1776 Heritage Dr. Global Corporate Action Unit JAB 5NW North Quincy, MA 02171 Tel: (617) 985-6453 Fax: (617) 537-5004	6.85% Convertible Subordinated Notes Due April 29, 2007		\$5,000,000.00*
Bank of America Securities LLC, Montgomery Division 300 Harmon Meadow Blvd. Secaucus, NJ 07094	Bank of America Securities LLC, Montgomery Division Contact: Scott Reifer 300 Harmon Meadow Blvd. Secaucus, NJ 07094 Tel: (201) 325-4328 Fax: (415) 835-2581	9.125% Senior Notes Due April 1, 2006		\$3,750,000.00*
Computer Science Corporation 2100 East Grande Avenue El Segundo, CA 90245	Computer Science Corporation 2100 East Grande Avenue El Segundo, CA 90245 Tel: (310) 615-0311 Fax: (310) 322-9768	Trade		\$3,561,290.32

Walter Rosenthal 5600 Calpine Drive Malibu, CA 90265	Walter Rosenthal 5600 Calpine Drive Malibu, CA 90265 Tel: (310) 457-2800 Fax: (310) 457-3440	Convertible Promissory Note Due July 1, 2008		\$3,556,753.00
Investors Bank & Trust Company 200 Clarendon Street Floor 9, Corporate Actions Unit/TOP 57 Boston, MA 02116	Investors Bank & Trust Company Contact: Christopher Jones 200 Clarendon Street Floor 9, Corporate Actions Unit/TOP 57 Boston, MA 02116 Tel: (617) 937-8627 Fax: (617) 351-4308	9.125% Senior Notes Due April 1, 2006		\$3,200,000.00*
Citibank, N.A. 3800 Citibank Center B3-15 Tampa, FL 33610	Citibank, N.A. Contact: David A. Leslie 3800 Citibank Center B3-15 Tampa, FL 33610 Tel: (813) 604-1193 Fax: (813) 604-1155	9.125% Senior Notes Due April 1, 2006		\$3,000,000.00*
GE Capital Fleet Services One Capital Drive Eden Prairie, MN 55344	GE Capital Fleet Services Attn: Dennis Sorenson One Capital Drive Eden Prairie, MN 55344 Tel: (952) 828-2252 Fax: (952) 828-1053	Trade		\$2,977,498.52
Bank of America Securities LLC, Montgomery Division 300 Harmon Meadow Blvd. Secaucus, NJ 07094	Bank of America Securities LLC, Montgomery Division Contact: Scott Reifer 300 Harmon Meadow Blvd. Secaucus, NJ 07094 Tel: (201) 325-4328 Fax: (415) 835-2581	6.85% Convertible Subordinated Notes Due April 29, 2007		\$2,500,000.00*
Ameritrade Holding Corporation 132 National Business Parkway Annapolis Junction, MD 20701	Ameritrade Holding Corporation Contact: Graham Fowler 132 National Business Parkway Annapolis Junction, MD 20701 Tel: (240) 568-3505 Fax: (240) 568-5781	9.125% Senior Notes Due April 1, 2006		\$2,428,000.00*
Charles Schwab & Co., Inc. 101 Montgomery St. San Francisco, CA 94104	Charles Schwab & Co., Inc. Contact: Richard Karoly 101 Montgomery St. San Francisco, CA 94104 Tel: (415) 667-3232 Fax: (415) 667-5304	9.125% Senior Notes Due April 1, 2006		\$2,344,000.00*

UBS PaineWebber Inc. 1000 Harbor Blvd. Weekhawken, NJ 07087	UBS PaineWebber Inc. Contact: Jane Flood 1000 Harbor Blvd. Weekhawken, NJ 07087 Tel: (201) 352-7319 Fax: (201) 352-3672	9.125% Senior Notes Due April 1, 2006		\$2,160,000.00*
AT&T PO 9001307 Louisville, KY 40290-1307	AT&T PO 9001307 Louisville, KY 40290-1307 Tel: (908) 221-2000 Fax: (908) 221-2528	Trade		\$2,149,940.90
Wilmington Trust Company Rodney Square North 1100 N. Market Street Wilmington, DE 19890-2212	Wilmington Trust Company Contact: Carolyn Nelson Rodney Square North 1100 N. Market Street Wilmington, DE 19890-2212 Tel: (302) 636-5129 Fax: (302) 636-5080	9.125% Senior Notes Due April 1, 2006		\$2,000,000.00*
Sabre Group 7285 Collection Center Drive Chicago, IL 60693	Sabre Group 7285 Collection Center Drive Chicago, IL 60693 Tel: (682) 605-1000 Fax: (817) 269-9000	Trade		\$1,594,846.62*
Italy By Car Via Francesco Crispi, 120 Palermo, Italia 90139	Italy By Car Attn: Legal Department Via Francesco Crispi, 120 Palermo, Italia 90139 Tel: N/A Fax: N/A	Litigation		£979,048.36 \$1,500,000.00
TMP Worldwide 9045 Deerwood Drive Milwaukee, WI 53223	TMP Worldwide 9045 Deerwood Drive Milwaukee, WI 53223 Tel: (212) 351-7000 Fax: (212) 956-2142	Trade		\$1,500,000.00
Perot Systems Ciro 7489 Collections Center Drive Chicago, IL 60693	Perot Systems Ciro 7489 Collections Center Drive Chicago, IL 60693 Tel: (972) 340-5000 Fax: (972) 455-4100	Trade		\$1,500,000.00
National Financial Services, Inc. 200 Liberty Street New York, NY 10281	National Financial Services, Inc. Contact: Peter Bov 200 Liberty Street New York, NY 10281 Tel: (877) 612-2047 Fax: (508) 263-3808	9.125% Senior Notes Due April 1, 2006		\$1,400,000.00*

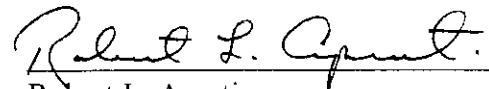
Deutsche Bank Trust Company Americas 648 Grassmere Park Road Nashville, TN 37211	Deutsche Bank Trust Company Americas Contact: John Lasher 648 Grassmere Park Road Nashville, TN 37211 Tel: (615) 835-3419 Fax: (615) 835-3409	9.125% Senior Notes Due April 1, 2006		\$1,250,000.00*
First Clearing Corporation 10700 Wheat First Drive Glenn Allen, VA 23060	First Clearing Corporation Contract: Charita Thompson 10700 Wheat First Drive Glenn Allen, VA 23060 Tel: (804) 965-2348 Fax: (804) 965-2529	9.125% Senior Notes Due April 1, 2006		\$1,176,000.00*
CSC Computer Sciences 279 Farnborough Road Farnborough Hampshire GU14 7LS United Kingdom	CSC Computer Sciences Attn: Legal Department 279 Farnborough Road Farnborough Hampshire GU14 7LS United Kingdom Ivan Goldsmith Phone: 01252 363000 Fax: 01252 550916	Trade		£741,949.18 \$1,136,740.34
Galileo International 1 Campus Drive Parsippany, NJ 07054-0642	Galileo International Attn: Tara McGowan 1 Campus Drive Parsippany, NJ 07054-0642 Tel: (973) 496-6021 Fax: (973) 496-0729	Trade		\$1,101,176.60
Morgan Stanley Dean Witter 1 Pierrepont Plaza Floor 7 – Reorg. Dept. Brooklyn, NY 11201	Morgan Stanley DW Inc. Contact: Mr. John DiMartinez 1 Pierrepont Plaza Floor 7 – Reorg. Dept. Brooklyn, NY 11201 Tel: (631) 254-7400 Fax: (631) 254-7618	9.125% Senior Notes Due April 1, 2006		\$1,025,000.00*
EV Rental Cars LLC 23845 Park Bellmonte Calabasas, CA 91302	EV Rental Cars LLC 23845 Park Bellmonte Calabasas, CA 91302 Tel: (310) 278-1021 Fax: (310) 273-4734	Trade		\$918,038.79
Prudential Securities Incorporated 111 8th Ave Floor 4 – Proxy Dept. New York, NY 10011	Prudential Securities Incorporated Contact: Antonio Lopez 111 8th Ave Floor 4 – Proxy Dept. New York, NY 10011 Tel: (212) 7768013 Fax: (212) 776-8051	9.125% Senior Notes Due April 1, 2006		\$910,000.00*

Huntleigh Securities Corporation 8000 Maryland Avenue St. Louis, MO 63105	Huntleigh Securities Corporation Contact: Karen Thomas 8000 Maryland Avenue St. Louis, MO 63105 Tel: (314) 236-2207 Fax: (314) 236-2401	9.125% Senior Notes Due April 1, 2006		\$839,000.00*
Worldspan 300 Galleria Parkway Suite 2045 Atlanta, GA 30384-8537	Worldspan 300 Galleria Parkway Suite 2045 Atlanta, GA 30384-8537 Tel: (800)-537-3118 Fax: (770)-563-7020	Trade		\$772,151.75
Stifel, Nicolaus & Company Inc. 501 N. Broadway, Floor 7 St. Louis, MO 63102	Stifel, Nicolaus & Company Inc. Contact: Chris Wiegand 501 N. Broadway, Floor 7 St. Louis, MO 63102 Tel: (314) 342-2248 Fax: (314) 342-2270	9.125% Senior Notes Due April 1, 2006		\$764,000.00*
Safelite Glass Corporation 2400 Farmer Drive, Suite 5 Columbus, OH 45263-3197	Safelite Glass Corporation Attn: Tom Feeney 2400 Farmer Drive, Suite 5 Columbus, OH 45263-3197 Tel: (614) 842-3000 Fax: (614) 210-9012	Trade		\$688,438.65
National Investor Services Corp. 55 Water Street, Floor 32 New York, NY 10041	National Investor Services Corp. Contact: Anthony Demario 55 Water Street, Floor 32 New York, NY 10041 Tel: (212) 428-8815 Fax: (212) 968-0419	9.125% Senior Notes Due April 1, 2006		\$685,000.00*

**DECLARATION CONCERNING DEBTORS' CONSOLIDATED LIST  
OF CREDITORS HOLDING THE LARGEST UNSECURED CLAIMS**

I, Robert L. Aprati, am an authorized officer and/or director of each of the Debtors and in such capacities am familiar with the financial affairs of each of the Debtors. I declare under penalty of perjury that I have read and reviewed the foregoing "Consolidated List of Creditors Holding The Largest Unsecured Claims," and that it is true and correct to the best of my knowledge, information and belief.

Dated: 7/29, 2002



Robert L. Aprati  
Executive Vice President,  
General Counsel and Secretary

The Debtors are the following entities: Budget Group, Inc., BGI Shared Services, Inc., BGI Shared Services, LLC, BRAC Credit Corporation, Budget Car Sales, Inc., Budget Rent a Car Caribe Corporation, Budget Rent a Car Corporation, Budget Rent a Car of St. Louis, Inc., Budget Rent-A-Car Systems, Inc., Budget Sales Corporation, BVM, Inc., Carson Chrysler Plymouth Dodge Jeep Eagle, Inc., Control Risk Corporation, Dayton Auto Lease Company, Inc., Mastering The Move Realty, Inc., Mosiant Car Sales, Inc., NYRAC Inc., Paul West Ford, Inc., Philips Jacobs Insurance Agency, Inc., Premier Car Rental LLC, Reservation Services, Inc., Ryder Move Management, Inc., Ryder TRS, Inc., TCS Properties, LLC, Team Car Sales of Charlotte, Inc., Team Car Sales of Dayton, Inc., Team Car Sales of Philadelphia, Inc., Team Car Sales of Richmond, Inc., Team Car Sales of San Diego, Inc., Team Car Sales of Southern California, Inc., Team Fleet Services Corporation, The Move Shop, Inc., Transportation and Storage Associates and Warren Wooten Ford, Inc..

**IN THE UNITED STATES BANKRUPTCY COURT**  
**FOR THE DISTRICT OF DELAWARE**

In re: ) Chapter 11  
           )  
 BUDGET GROUP, INC., et al.,<sup>1</sup> ) Case No. 02-\_\_\_\_\_ (\_\_\_\_)  
           )  
 Debtors.           ) (Jointly Administered)

**Exhibit "A" to Voluntary Petition**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 0-23962
2. The following unaudited financial data (a) is derived from the latest available information for the above captioned Debtors and Debtors-in-Possession (collectively, the "Debtors") and refers to the Debtors' condition as of May 31, 2002, (b) is represented on a consolidated basis to include all of its subsidiaries (including filing and non-filing entities), and (c) does not include off balance sheet obligations. The Debtor does not certify as to the accuracy of this information.

A.      Total assets	\$ <u>4,047,207,133</u>	
B.      Total debts (including debts listed in 2.c., below)	\$ <u>4,333,611,997</u>	
		<b>Approx. number of holders</b>
C.      Debt Securities held by more than 500 holders (as of July 17, 2002)		
secured //      unsecured /x/      subordinated //	\$429,768,221	<u>unknown</u>
secured //      unsecured //      subordinated //	\$ _____	
secured //      unsecured //      subordinated //	\$ _____	

<sup>1</sup> The Debtors are the following entities: Budget Group, Inc., Auto Rental Systems, Inc., BGI Airport Parking, Inc., BGI Shared Services, Inc., BGI Shared Services, LLC, BRAC Credit Corporation, Budget Car Sales, Inc., budget Fleet Finance Corporation, Budget Rent a Car Asia-Pacific, Inc., Budget Rent a Car Caribe Corporation, Budget Rent a Car Corporation, Budget Rent-a-Car International, Inc., Budget Rent A Car of Japan, Inc., Budget Rent a Car of St. Louis, Inc., Budget Rent-A-Car of the Midwest, Inc., Budget Rent-A-Car Systems, Inc., Budget Sales Corporation, Budget Storage Corporation, BVM, Inc., Carson Chrysler Plymouth Dodge Jeep Eagle, Inc., Control Risk Corporation, Dayton Auto Lease Company, Inc., Directors Row Management Company, LLC, IN Motors VI, LLC, Mastering The Move Realty, Inc., Mosiant Car Sales, Inc., NYRAC Inc., Paul West Ford, Inc., Philips Jacobs Insurance Agency, Inc., Premier Car Rental LLC, Reservation Services, Inc., Ryder Move Management, Inc., Ryder Relocation Services, Inc., Ryder TRS, Inc., TCS Properties, LLC, Team Car Sales of Charlotte, Inc., Team Car Sales of Dayton, Inc., Team Car Sales of Philadelphia, Inc., Team Car Sales of Richmond, Inc., Team Car Sales of San Diego, Inc., Team Car Sales of Southern California, Inc., Team Fleet Services Corporation, Team Holdings Corp., Team Realty Services, Inc., The Move Shop, Inc., Transportation and Storage Associates, ValCar Rental Car Sales, Inc., Vehicle Rental Access Company, LLC, and Warren Wooten Ford, Inc.

D.	Number of shares preferred stock	<u>None</u>	
E.	Number of shares common stock <sup>2</sup>	37,255,016	<u>unknown</u>

3. Brief description of debtor's business: Budget Group Inc.<sup>3</sup> and certain of its subsidiaries are engaged in the business of the daily rental of vehicles, including cars, trucks and passenger vans. The Debtors, together with their non-debtor affiliates, operate the third largest vehicle rental system in the world. Budget and Ryder (the two principal brand names under which the Debtors operate) serve the daily vehicle rental needs of leisure and business travelers from a network of on-airport and off-airport locations, as well as the truck rental needs of customers in the consumer and light commercial truck rental markets. The Debtors' operations consist of corporate-owned, franchised, and dealer-operated car and truck locations in all 50 states of the United States, as well as locations in Canada, Mexico, Europe, the Caribbean, Latin America, Asia, the Pacific Rim, Africa and the Middle East. At December 31, 2001, there were approximately 580 corporate-owned and 430 franchised locations in the United States.

4. List of the names of any person who directly or indirectly owns, controls, or holds, with power to vote 5% or more of the voting securities of debtor: As of March 18, 2002, Sanford Miller (20%), John P. Kennedy (9.5%), Jeffrey D. Congdon (9.6%), Dimensional Fund Advisors Inc. (8.8%),<sup>4</sup> Fuller & Thaler Asset Management, Inc. (5.3%),<sup>5</sup> and Deutsche Bank (5.9%).<sup>6</sup> As of December 31, 2001, Sanford Miller, John P. Kennedy and Jeffrey D. Congdon owned all outstanding shares of Class B common stock.<sup>7</sup>

<sup>2</sup> Number of common shares issued and outstanding as of April 5, 2002.

<sup>3</sup> Budget Group, Inc., one of the Debtors, is a holding company and the ultimate corporate parent of each of the other Debtors, as well as numerous other non-debtor subsidiaries.

<sup>4</sup> This position is dated as of February 12, 2002.

<sup>5</sup> This position is dated as of February 15, 2002.

<sup>6</sup> This position is dated as of February 13, 2002.

<sup>7</sup> The Class B common stock, together with the Class A common stock owned by these individuals, represents approximately 38.5% of the combined actual voting power of both classes of common stock.

CERTIFICATE OF RESOLUTION

I, Robert L. Aprati, Secretary of Budget Group, Inc., a Delaware corporation (the "Corporation") hereby certify that at a special meeting of the Board of Directors of the Corporation duly called and held on July 22, 2002, the following resolutions were duly adopted in accordance with the requirements of applicable law, and that said resolutions have not been modified or rescinded, and are still in full force and effect on the date hereof:

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Corporation, its creditors, stockholders, employees, and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Code");

RESOLVED, that any individual duly appointed by the Board of Directors as the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, President, Executive Vice President, Senior Vice President, Vice President, Secretary, Assistant Secretary, Treasurer or Assistant Treasurer (each, an "Authorized Officer" and together, the "Authorized Officers") are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Corporation to execute and verify or certify a petition under chapter 11 of the Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware at such time as said Authorized Officer executing the same shall determine and in such form or forms as such Authorized Officer may approve;

RESOLVED, that each of the Authorized Officers be, and each of them is, hereby authorized on behalf of, and in the name of, the Corporation to execute any and all plans of reorganization under chapter 11 of the Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware at such time as said officer executing the same shall determine;

RESOLVED, that the firm of Sidley Austin Brown & Wood, Bank One Plaza, 10 South Dearborn, Chicago, Illinois 60603, be, and hereby is, employed as attorneys for the Corporation in connection with the prosecution of the Corporation's case under chapter 11 of the Code;

RESOLVED, that the firm of Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801, be, and hereby is, employed as Delaware attorneys for the Corporation in connection with the prosecution of the Corporation's case under chapter 11 of the Code;

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, and other papers, and to take any and all such other and further actions which the Authorized Officers or the Corporation's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under chapter 11 of the Code, and to take and perform any and all further acts and deeds which they deem necessary, proper and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case including, without limitation, seeking authority to borrow, and borrowing, amounts under a post-petition financing facility, and granting liens, guarantees, pledges, mortgages and/or other security therefor;

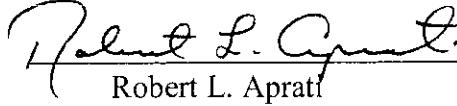
RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to employ and retain legal counsel, financial advisors, accountants and other professionals, to advise the Corporation in connection with its case under chapter 11 of the Code;

RESOLVED, that the Authorized Officers of the Corporation be, and each of them hereby is, authorized and directed on behalf of the Corporation to take such actions and to make, sign, execute, acknowledge and deliver (and record in a relevant office of the county clerk, if necessary) any and all such agreements listed above (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments as may reasonably be required to give effect to these Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to fully perform the terms and provisions thereof;

RESOLVED, that the Authorized Officers of the Corporation be, and each of them hereby is, authorized and directed on behalf of the Corporation to take such actions and to make, sign, execute, acknowledge and deliver all such additional documents, agreements and certificates as may reasonably be required to give effect to the consummation of the transactions contemplated by these Resolutions and any chapter 11 plan of reorganization, and to execute and deliver such documents, agreements and certificates, and to fully perform the terms and provisions thereof;

RESOLVED, that to the extent that any of the actions authorized by any of these Resolutions have been taken by the Authorized Officers of the Corporation on its behalf, such actions are hereby ratified and confirmed in their entirety.

IN WITNESS WHEREOF, I have hereunto set my hand this 27<sup>th</sup> day of July, 2002.

  
Robert L. Aprat  
Secretary

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re:	Chapter 11
BUDGET GROUP, INC., et al.,	Case Nos. 02-_____ (____)
Debtors.	

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**CERTIFICATION CONCERNING CONSOLIDATED LIST OF CREDITORS**

In accordance with Federal Rule of Bankruptcy Procedure 1007(a) and Delaware Bankruptcy Rule 1007-1(a), a consolidated list of creditors ("List of Creditors") is filed by attachment hereto.

The List of Creditors attached hereto has been prepared on a consolidated basis from the books and records of the Debtor and its direct and indirect affiliates that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"). The undersigned, a duly authorized officer and/or director of each of the Debtors hereby certifies under penalty of perjury that the list submitted herewith contains the Debtors' list of creditors on a consolidated basis, and reflects the Debtors' creditors that could be ascertained after diligent inquiry, and is correct and consistent with the Debtors' book and records. The Debtors will update this List of Creditors as more information becomes available. To the extent practicable, the List of Creditors complies with Delaware Bankruptcy Rule 1007-1(a).

The information contained herein is based upon a review of the Debtors' books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims of the potential claimants set forth in this document have been completed. In addition, certain of the entities listed may not hold outstanding claims as of the date hereof, and therefore may not be creditors for purposes of these cases. Therefore, this listing does not and should not be deemed to constitute: (1) a waiver of any defense to any below-listed claims; (2) an acknowledgement of the allowability of any below-listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

I declare under penalty of perjury that the foregoing is correct.

Executed this 29<sup>th</sup> day of July 2002 at Lisle, Illinois.

Robert L. Aprati  
 Robert L. Aprati  
 Executive Vice President,  
 General Counsel and Secretary

SWORN TO AND Subscribed before  
 me this \_\_\_\_\_ day of \_\_\_\_\_ 2002

Linda A. Kalal  
 Notary Public

